

Vidal Healthcare Services Pvt. Ltd.

Whistleblower Policy

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Prepared by	Verified by	Approved by
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This policy has been designed for Vidal Healthcare Services Pvt. Ltd and all the subsidiary companies under Vidal Health services employees and is not meant for circulation outside the organization. The purpose of the policy document is to provide information to the employees and it is not a legal document.

1. OBJECTIVE

1.1.1 The Company is committed to maintain a high standard of ethical, moral and legal conduct of business operations. To maintain these standards, the Company has adopted a Whistle Blower Policy, which outlines the Company's commitment to ensure that directors, employees, and parties in a contractual/ fiduciary relationship with the Company maintain these standards.

1.1.2 The objective of the policy are

- To create a window for any person who observes an unethical practice to be able to raise it,
- To encourage timely, safe and open reporting of alleged wrong doings or suspected impropriety,
- To ensure consistent and timely institutional response,
- To encourage ethical and lawful conduct.

2. SCOPE

The policy defines and lays down the process for raising "protected disclosure", the safeguards in place for the person raising a protected disclosure, the roles and responsibilities of all stake holders and also sets time lines for all processes to be followed. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation in conformity with this policy and applicable laws and regulations.

Various stakeholders of the Company are eligible to make Protected Disclosures under this policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company
- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company

The Policy covers malpractices and events which have taken place or have suspected to have taken place involving:

- Abuse of authority
- Negligence causing substantial and specific danger to health and safety
- Manipulation of company data/records
- Financial irregularities
- Unlawful acts, deliberate violation of laws, regulations and/or company policies
- Pilferage of confidential/proprietary information

- Wastage/misappropriation of company funds/assets

3. DEFINITIONS

The definition of some of the key terms used in this Policy is given below.

- 3.1 Whistleblower: A person or entity making a disclosure of any activity belonging to any category mentioned above.
- 3.2 "Disciplinary Action" means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.3 "Investigators" mean those persons authorized, appointed, consulted, including the police.
- 3.4 "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence about any activity or suspected fraud or abuse transaction.
- 3.5 "Subject" means a person against whom a Protected Disclosure has been made.

4. Reporting a Protected Disclosure

Reports of allegations of suspected unethical activities are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of preliminary investigative procedures. The Whistleblowers need not prove the concern but must demonstrate grounds for raising the concern. The disclosure may also be made anonymously, but it will be the decision of Whistleblower Committee to further act upon an anonymous complaint or not.

Reporting process

The protected disclosure can be made in any of the following channels :

- The report can be submitted to the Whistleblower Committee through any of the channels mentioned below
 - **Written complaint:** A written complaint can be sent to the following address
MD or MDs Office
Vidal Healthcare Services Pvt. Ltd.
Tower 2, 1st floor, Plot No :13,14,15,
SJR I Park, EPIP Area,
Whitefield, Bangalore - 560066
 - **Email:** An email complaint can be sent to the Whistleblower committee at report@vidalhealthtpa.com.

- **Helpline number** : In case any whistleblower is unable to use above channels he can call Head of Risk on 080-66793334.

5. Constitution of the Whistleblower Committee

The Whistleblower Committee will consist of the Risk Head, Head HR, Legal person and such other persons appointed by the MD. The constitution of the Committee can be reviewed or modified by MD from time to time.

6. Procedure of Investigation

The following investigation process will be adhered to on receipt of the protected disclosure by the Committee:

- The Whistleblower Committee shall acknowledge receipt of the Disclosure as soon as practical (within **07 working days of receipt of a Disclosure**), where the Whistleblower has provided his/her contact details. If the disclosure is against any member of the Committee, such member will not participate in the proceedings and will be suspended from the Committee until the final outcome.
- The Whistleblower Committee will proceed to determine whether the allegations made in the Disclosure constitute an unethical activity.
- If the Whistleblower Committee determines the information received does not constitute a protected disclosure, then the whistleblower will be informed of the said conclusion. However, the Whistleblower can escalate the matter to MD/Board of Directors in case he/she is not satisfied with the conclusion.
- In case the Whistleblower Committee determines that the information constitutes a protected disclosure, depending on the nature of the disclosure so made, the investigation procedure would be determined. The Whistleblower Committee if required may constitute an Investigation Committee on a case to case basis.
- Whistleblower Committee or the Investigation Committee may study documents and interview various individuals. Any person required to provide documents, access to systems and other information by the said Committee(s) for the purpose of such investigation shall do so. Individuals with whom the Committee(s) requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

- The Whistleblower Committee or Investigation Committee formed for the purpose will file its report along with the recommendations for next steps within **timeframe specified for the case not exceeding 60 days from date of receipt of the information**. The report would contain the description and wherever feasible a copy of all the documents relied on, a list of witnesses and the statements made, if any other material relied on.
- The Whistleblower Committee will record its decision in writing including the detailed reasons for arriving at such conclusions.
- Whistleblower Committee will submit a monthly report to MD. Board of Directors will be provided report at Board meetings.
- It is the discretion of the Whistleblower Committee to inform the Whistleblower of the final outcome of the protected disclosure made.

7. Documentation and Reporting

All documentation pertaining to the complaint including but not restricted to the investigation report, corrective action taken and evidence and will be maintained by the Whistleblower Committee for a period of 3 years or any other timeframe required by law.

8. Remedies & Discipline

If the Company determines that a compliance or ethical violation has occurred, it will take the following actions as deemed fit

- Any person found guilty of violation of Company's Code of Conduct will be subject to appropriate disciplinary action. Appropriate procedures, policies and controls will be established or modified to prevent recurrence.
- If any person is found to be retaliating against the complainant, coaching the witnesses or tampering with evidence, it would lead to severe disciplinary action against such person including termination of employment.

9. Roles and Responsibility

Whistleblower

- The Whistleblower provides the protected disclosure, which is the initial information related to a reasonable belief that an unethical activity has occurred. The motivation of the Whistleblower is irrelevant to the consideration of the validity of the allegation.
- Whistleblower (including anonymous Whistleblower) must provide all factual corroborating evidence, as is available/possible, to enable commencement of an investigation, material which demonstrates sufficient grounds for concern. However, the Whistleblower shall refrain from obtaining evidence for which they do not have right of access and no protection would be guaranteed to the Whistleblower for having obtained the information illegally.
- The Whistleblowers will not be immune to disciplinary action if found guilty of or is a party to the allegations.

Whistleblower Committee

- The Whistleblower Committee will determine whether the concern of complaint actually pertains to a compliance violation.
- The Whistleblower Committee will review all findings and initiate appropriate correction action.
- The Whistleblower Committee will provide sufficient and fair opportunity to the aggrieved person to prove/justify its stand and case, including personal hearing as may be required, and shall ensure fairness in the process of investigation.

Whistleblower Committee & the Investigation Committee shall maintain confidentiality of the complaints received, the investigations conducted and its findings.

MD

- The role of the MD is of overseeing the implementation of the Whistleblower policy in letter and spirit.
- The Whistleblower Committee will report its activities on a quarterly basis to the MD. The MD will also review the policy and process periodically to ensure there are no gaps in the implementation of the policy.
- The MD will report disclosures and action taken to the Board of Directors in Board meetings periodically.

Whistleblower Protection

The Company will use best efforts to protect the whistleblowers against retaliation, as described below.

- The Company will keep the Whistleblower's identify confidential, unless
 - The person agrees to be identified.
 - Identification is necessary to allow the Company to investigate or respond effectively to the report.
 - Identification is required by law.
 - The person accused of violations if entitled to the information as a matter of legal right in the disciplinary proceedings.

- The Company prohibits retaliation against a Whistleblower with the intent or effect of adversely affecting the terms or conditions of employment (including but not limited to, threats of physical harm, loss of job, punitive job assignments, or impact on salary or wages). Whistleblowers who believe that they have been retaliated against may file a written complaint with the Whistleblower Committee. A proven complaint of retaliation shall result in proper remedy for the person harmed and severe disciplinary action against the retaliating person. This protect from retaliation will not prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties based on valid performance-related factors.

10. Management Action on False Disclosures

10.1 If the Whistleblower Committee concludes that the protected disclosure has been made malafide and is a false accusation or is an abuse of the process, then appropriate action against the person making the disclosure will be taken. Having, said that, the Company clearly understands that some disclosures may not result in any investigation or action at a later stage even though they are made in good faith. In such circumstances, no action would be initiated against the submitter of information.

10.2 This policy may not be used as a defense by an employee against whom an adverse personal action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

10.3 It is clarified that the policy does not replace existing Grievance procedures and /is not a route for raising malicious or unfounded allegations against colleagues.

It is the duty of all employees to notify the company if they observe, or learn of, any unethical business conduct or illegal acts. Failure to promptly raise a known or suspected violation is considered an unethical behavior. Please refer the Company's Code of Conduct for the standards of ethical behavior and personal conduct.